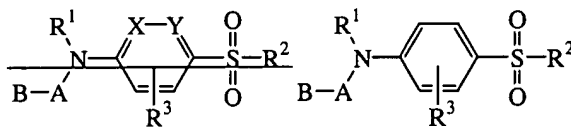


IN THE CLAIMS (COMPLETE LISTING OF CLAIMS):

1. (Amended Herein) A compound of the formula (I):



Formula I

wherein:

A is $-(CR_2)_n-$ where n is 1, 2 or 3 and each R is independently hydrogen or alkyl;

B is substituted aryl, or optionally substituted heteroaryl, wherein said heteroaryl is
furyl, imidazolyl, pyridyl, thienyl, thiazolyl, benzothiazolyl or pyridazinyl;

~~X and Y are, independently, CH or nitrogen;~~

R¹ is alkyl, alkenyl, cyanoalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl,
heteroaralkyl, heterocyclyl, heterocyclylalkyl, heteroalkyl or
alkylcarbonylalkyl;

R² is alkyl, alkenyl, haloalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl,
hydroxyalkyl, alkoxyalkyl, alkoxycarbonylalkyl, or NR¹³R¹⁴ wherein:

R¹³ is hydrogen or alkyl;

R¹⁴ is hydrogen, alkyl, ~~alkenyl~~, alkenyl, acyl, haloalkyl, cycloalkyl,
cycloalkylalkyl, aralkyl, hydroxyalkyl, alkoxyalkyl,
carboxyalkyl, alkoxycarbonylalkyl, or aminoalkyl;

R³ is hydrogen, alkyl, halo, nitro, cyano, hydroxy, alkoxy; or

~~prodrug, individual isomers, mixtures of isomers~~ an ester, a carbamate, or a pharmaceutically
acceptable salt thereof.

2. (Amended Herein) The compound of Claim 1, wherein

R³ is hydrogen; ~~and~~

~~X and Y are both CH.~~

3. (Amended Herein) The compound of Claim 2 wherein B is substituted

aryl.

4. (Amended Herein) The compound of Claim 3 wherein B is ~~optionally~~ substituted phenyl.

5. (original). The compound of Claim 4 wherein R¹ is alkyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl or heteroalkyl.

6. (original). The compound of Claim 5 wherein R¹ is heteroalkyl.

7. (original). The compound of Claim 6 wherein R¹ is alkylsulfonylalkyl.

8. (original). The compound of Claim 7 wherein R² is alkyl.

9. (original). The compound of Claim 8 wherein A is -(CH₂)-.

10. (original). The compound of Claim 7 wherein R² is NR¹³R¹⁴ wherein R¹³ and R¹⁴ are hydrogen.

11. (original). The compound of Claim 10 wherein A is -(CH₂)-.

12. (Amended Herein) The compound of Claim 2 wherein B is optionally substituted heteroaryl, wherein heteroaryl is furyl, imidazolyl, pyridyl, thienyl, thiazolyl, benzothiazolyl or pyridazinyl.

13. (original). The compound of Claim 12 wherein R¹ is alkyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl or heteroalkyl.

14. (original). The compound of Claim 13 wherein R¹ is heteroalkyl.

15. (original). The compound of Claim 14 wherein R¹ alkylsulfonylalkyl.

16. (original). The compound of Claim 15 wherein R² is alkyl.

17. (original). The compound of Claim 16 wherein A is -(CH₂)-.

12 18. (original). The compound of Claim 15 wherein R^2 is $NR^{13}R^{14}$ wherein R^{13} and R^{14} are hydrogen.

19. (original). The compound of Claim 18 wherein A is $-(CH_2)-$.

12 38. (Amended Herein) The compound of Claim 1 wherein:
 R^1 is heteroalkyl, wherein the heteroalkyl is alkylsulfonylalkyl; and
B is substituted aryl; and
~~X and Y are CH.~~

39. (original). The compound of Claim 38, wherein R^2 is alkyl.

40. (original). The compound of Claim 39, wherein A is $-(CH_2)-$.

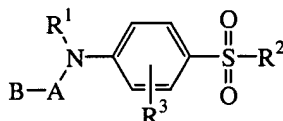
41. (original). The compound of Claim 38, wherein R^2 is NH_2 .

42. (original). The compound of Claim 41, wherein A is $-(CH_2)-$.

43. (original). A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.

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50. (New) A compound of the formula:



wherein:

A is $-(CR_2)_n-$ where n is 1, 2 or 3 and each R is independently hydrogen or alkyl;

B is aryl or optionally substituted heteroaryl, wherein said heteroaryl is furyl, imidazolyl, pyridyl, thienyl, thiazolyl, benzothiazolyl or pyridazinyl;

R^1 is alkenyl, cyanoalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heteroaralkyl, heterocyclyl, heterocyclalkyl, heteroalkyl or alkylcarbonylalkyl;

R^2 is alkyl, alkenyl, haloalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, hydroxyalkyl, alkoxyalkyl, alkoxyalkylalkyl, or $NR^{13}R^{14}$ wherein:

R^{13} is hydrogen or alkyl;

R^{14} is hydrogen, alkyl, alkenyl, acyl, haloalkyl, cycloalkyl, cycloalkylalkyl, aralkyl, hydroxyalkyl, alkoxyalkyl, carboxyalkyl, alkoxycarbonylalkyl, or aminoalkyl;

R^3 is hydrogen, alkyl, halo, nitro, cyano, hydroxy, or alkoxy; or an ester, a carbamate, or a pharmaceutically acceptable salt thereof.

14.

~~58~~
51.

(New) The compound of Claim 50, wherein R^1 is heteroalkyl.

~~59~~
52.

(New) The compound of Claim 51, wherein R^1 is alkylsulfonylalkyl.

~~60~~
53.

(New) The compound of Claim 52, wherein R^2 is alkyl.

~~61~~
54.

(New) The compound of Claim 53, wherein A is $-(CH_2)-$.

~~62~~
55.

(New) The compound of Claim 52, wherein R^2 is $NR^{13}R^{14}$ wherein R^{13} and

R^{14} are hydrogen.

~~63~~
56.

(New) The compound of Claim 55, wherein A is $-(CH_2)-$.
